

- e) Excerpts of the MMC 2000 Senior Executive Incentive and Stock Award Plan (the "Stock Award Plan") (Exhibit E).
- f) MMC Terms and Conditions of 7-Year Restricted Stock Awards to U.S. Grant Recipients (the "2004 Restricted Stock Award"), dated March 17, 2004 (Exhibit F).
- g) MMC Terms and Conditions of Restricted Stock Unit Awards to U.S. Grant Recipients (the "2003 Restricted Stock Unit Award"), dated January 16, 2003 (Exhibit G).
- h) Retirement Plan, Plan Administration Description, dated May 10, 2006 (Exhibit H).
- i) Excerpts of the U.S. Retirement Program (the "Qualified Plan") (Exhibit I).
- j) Excerpts of the Benefit Equalization Plan (the "BEP") (Exhibit J).
- k) Excerpts of the Supplemental Retirement Plan (the "SERP") (Exhibit K).
- l) Letter from the MMC Retirement Service Center to Roger Egan, dated August 19, 2005 (Exhibit L).

3. I also submit this declaration to certify that the parties have exchanged pre-motion letters in accordance with Section III(B) of Your Honor's Individual Rules and Procedures.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: New York, New York
September 10, 2007

s/ Robert N. Holtzman
Robert N. Holtzman

Index No. 07 Civ. 7134 (SAS)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ROGER EGAN,

Plaintiff,

-against-

MARSH & MCLENNAN COMPANIES, INC.,

Defendant.

**DECLARATION OF
ROBERT N. HOLTZMAN IN SUPPORT OF
DEFENDANT'S MOTION TO DISMISS**

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